

SOUTHERN DISTRICT OF NEW YORK X

In re:
DELPHI CORPORATION, et al.,

Chapter 11
Case No. 05-44481
(Jointly Administered)

Debtors.

X

NOTICE OF TRANSFER OF CLAIM PURSUANT TO F.R.B.P. RULE 3001(e)(1)

Transferor: Agra Earth & Environmental Inc.
PO Box 24445
Seattle, WA 98124-0445
Attn: Ruth Wirkkala

Transferee: Contrarian Funds, LLC
411 West Putnam Avenue, S-225
Greenwich, CT 06830
Attn: Alpa Jimenez

A transfer of all right, title and interest in and to the schedule amount held by Agra Earth & Environmental Inc. (the "Transferor") in the amount of **\$155,465.00** against **Delphi Automotive Systems LLC** and its affiliates. This transfer is evidenced by the Transfer of Claim attached as Exhibit "A".

No action is required if you do not object to the transfer of your claim. However, IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:

- **FILE A WRITTEN OBJECTION TO THE TRANSFER with:**

United States Bankruptcy Court
Alexander Hamilton Custom House
Attn: Bankruptcy Clerk
One Bowling Green
New York, NY 10004-1408

- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEE:**

Refer to INTERNAL CONTROL No. _____ in your objection.
If you file an objection, a hearing will be scheduled.

IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEE WILL BE
SUBSTITUTED ON OUR RECORDS AS THE CLAIMANT.

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first party, by first class mail, postage prepaid on _____, 2006.

INTERNAL CONTROL NO. _____

Copy: (check) Claims Agent _____ Transferee _____ Debtor's Attorney _____

Deputy Clerk

EVIDENCE OF TRANSFER OF CLAIM

AGRA Earth & Environmental nka AMEC Earth & Environmental Inc., a Nevada corporation, its successors and assigns (collectively, "Assignor"), pursuant to that certain Transfer of Claim Agreement dated May 10, 2006, has hereby absolutely and unconditionally sold, transferred and assigned to Contrarian Funds, LLC its successors and assigns (collectively, "Assignee") the general unsecured claim (the "Claim"), in the principal amount listed on Schedule A attached hereto, against the Debtor listed on Schedule A attached here, (the "Debtor") in the bankruptcy proceedings (the "Proceedings") in the United States Bankruptcy Court for the Southern District of New York, case no. listed on Schedule A attached hereto or any other court with jurisdiction over such proceedings.

Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Bankruptcy Rules, and stipulates that an order may be entered recognizing the assignment of this Claim as an unconditional assignment and Assignee as the valid owner of the Claim.

IN WITNESS WHEREOF, Assignor has duly executed this Evidence of Transfer of Claim by its duly authorized representative this 10 day of May, 2006.

(Assignor)

AGRA Earth & Environmental
nka AMEC Earth & Environmental Inc.

By:

Name:

Title:

(Assignor)

WITNESS:

By:

Name:

Title:

(Assignee)

CONTRARIAN FUNDS, LLC

By: Contrarian Capital Management, LLC,
as manager

By:

Name:

Title:

Schedule A

AGRA Earth & Environmental nka AMEC Earth & Environmental Inc.

Creditor	Debtor	Case Number	Scheduled Amount	Claim No.
AGRA Earth & Environmental Inc. AMEC Earth & Environmental Inc.	Delphi Automotive Systems LLC Delphi Corporation	05-46640 05-44481	155,465.00	85,212.78
Total			155,465.00	85,212.78

Initials:

Seller

Buyer

for AGRA Earth & Environmental Inc.